

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE AMERICAN INTERNATIONAL)
GROUP, INC. 2007 DERIVATIVE) Lead Case No. 07-CV-10464 (LAP)
LITIGATION)
) (Derivative Action)
_____)
This Document Related To:)
)
ALL ACTIONS)
_____)

**MEMORANDUM OF THE OFFICER DEFENDANTS
IN SUPPORT OF THEIR MOTION TO DISMISS THE COMPLAINT**

Defendants Steven J. Bensinger, William N. Dooley, Frederick W. Geissinger, Elias F. Habayeb, Robert E. Lewis, Win J. Neuger, Brian T. Schreiber, Martin J. Sullivan, Edmund S.W. Tse and Frank G. Wisner (the "Officer Defendants") join and incorporate by reference (1) the memorandum filed by Nominal Defendant American International Group, Inc. ("AIG") in support of its motion to dismiss plaintiffs' Verified Consolidated Shareholder Derivative Complaint, and (2) the memorandum filed by Marshall A. Cohen, Martin D. Feldstein, Ellen V. Futter, Richard C. Holbrooke, Frank G. Zarb, Stephen L. Hammerman, George L. Miles, Morris W. Offit, Michael H. Sutton, Fred H. Langhammer, James F. Orr, Virginia M. Rometty and Robert B. Willumstad (the "Outside Directors") in support of their motion to dismiss plaintiffs' Verified Consolidated Shareholder Derivative Complaint.

For all of the reasons stated in AIG's and the Outside Directors' memoranda, the Officer Defendants respectfully submit that this action should be dismissed as to them pursuant to Federal Rule of Civil Procedure 23.1 because plaintiffs lack standing due to their

failure to make a pre-litigation demand, as required under Federal Rule 23.1 and Delaware law, and pursuant to Federal Rule of Civil Procedure 12(b)(6) because plaintiffs fail to state a cause of action under federal law and Delaware law.

Dated: New York, New York
April 15, 2008


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